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• NOT ADMITTED #8 D.C.

February 14, 2001

on

Federal Communications Commission 1270 Fairfield Road Gettysburg, PA 17325-7245

Re: Revised FCC Ownership Disclosure Information (Form 602)

Poplar PCS – Central, LLC

Auction No. 35: C and F Block Broadband PCS Spectrum

Dear Sir or Madam:

On behalf of Poplar PCS – Central, LLC, enclosed is its revised FCC Ownership Disclosure Information (Form 602). Poplar PCS – Central, LLC is filing the Form 602 as an Applicant for certain PCS licenses for which it was the high bidder in Auction No. 35.

If you have any questions with respect to this matter, please contact the undersigned.

Respectfully submitted,

Todd Slamowitz

Enclosure

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FCC 602 Main Form

FCC Ownership Disclosure Information $for\ the$ **Wireless Telecommunications Services**

Approved by OMB 3060 - 0799 See instructions publi c burden

for

estimate nnlicant/Licenses Information

1) First Name (if individual):	MI:	Last Name:			Suffix:
2) Applicant Name (if entity): Poplar PCS - Central, LL	L		3) Applicant TIN		
Related FCC Regulated Businesses of Applican	t/Licens	ee			
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	Princ	4b) cipal Business:	4c) TIN :		4d) ercent of Interest Held:
Signature 5) Typed or Printed Name of Patty Authorized to Sign					
First Name: Stephen	MI:	Last Name:	Roberts	s	uffix:
Title: Authorized Representative		WI 12 13 14	1576777B	I	
Signature Cul M Mul	7	© FEB	2001 0000000000000000000000000000000000	Date: 2 - 1 Ĵ	1-01
Failure To Sign This Application May Result in Dismissal Of The Ap	pplication A	and Forfeitung Of Any Fees P	aid		
WILLFUL FAL3E STATEMENTS MADE ON THIS FORM OR ANY AT Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE (U.S. Code, Title 47, Section 503).	TACHMENT OR CONSTI	TS ARE PUNISHABLE TABLE	NE AND SER IMPRISONME E. Title 47, Section 312(a)	ENT (U.S. Code, (1)), AND/OR FO	Title 18, PRFEITURE

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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 see instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disdosable interest holders) Last Name: Suffix: 1) Disclosable Interest Holders First Name (if individual): interest Holder's TIN: 2) Disclosable Interest Holder's Name (if entity): Poplar PCS License Company, LLC A Page 1 4) Disclosable Interest Holders Address: 5350 Poplar Avenue, Suite 875, Memphis, TN 38119 5) Type of Interest in Applicant (D) 6) Disclosable Interest Holder is a(n): (M) 7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to instructions for list of codes): 100% 8) Disclosable Interest Holders Type of Ownership 9) Disclosable Interest Holders Country of Citizenship: USA (refer to instructions for list): 0 - Membership Units 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Poplar PCS License Company owns 100% of the membership units of the Applicant. elated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified) IIb) 11c) IId) Principal Business: Name and address of all FCC Regulated Businesses TIN: Percent of owned by Disclosable Interest Holder listed in #3 (use Interest Held additional sheets, if necessary): Poplar PCS - Arkansas, LLC **Telecommunications** 100% 5350 Poplar Avenue, Suite 875 Memphis, TN **Telecommunications** Poplar PCS - Central, LLC 100% 5350 Poplar Avenue, Suite 875 Memphis, TN

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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Pisclosable Interest Holder Information (comp	plete as many	as requir	ed to describe all disclosab	ole interest holders)			
1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		suffix:		
2) Disclosable Interest Holder's Name (if entity): Poplar PCS, LLC	•		; ;	3) Diselesable Interest	Holder's TIN:		
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphi	is, TN 38119)					
/ /			st Holder is a(n): (M) ns for list of codes):	7) Percent of Interest Held in Applicant: 100%			
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership Units			9) Disclosable Interest Holder's Country of Citizenship: USA				
10) Relationship Description (if the discloseable in Poplar PCS, LLC owns 100% of the membership units of the Applicant.	oership units	s of Pop	plar PCS License Com	npany, LLC, which in tu			
elated FCC Regulated Businesses of Disclosal	ole Interest Ho	olders (r	epeat for each interest I	holder identified)			
IIa) Name and address of all FCC Regulated Busine owned by Discrosable interest Holder listed in #3 additional sheets, if necessary):		11b) Principal Business:		IIc) TIN:	IId) Percent of Interest Held;		
Poplar PCS - Arkansas, LLC 5350 Poplar Avenue, Suite 875 Memphis,	_	Telecommunications			100%		
Poplar PCS License Company, LLC 5350 Poplar Avenue, Suite 875 Memphis,		Telecommunications			100%		
Poplar PCS - Central, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN		lecomm	nunications	-	100%		

FC:C 602 Schedule A February 1999 - Page 2 FCC 602 Schedule A Page 3

Poplar PCS, LLC

5350 Poplar Avenue, Suite 875 Memphis, TN

5350 Poplar Avenue, Suite 875 Memphis, TN

Poplar PCS License Company, LLC

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder's First Name (if indiv William	vidual):	MI:	Last Name: Yandell		Suffix:	
2) Disclosable Interest Holder's Name (if enti	•	ntere	șt Holder's TIN:			
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis,	TN 38119					
) Type of Interest in Applicant (I,O) (refer to Instructions for list) 6) Disclosable Interest I (refer to instructions			` , ` ,	7) Percent of Interest Held in Applicant: 5%		
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membersi	9) Disclosable Intere USA	st Holder's Country o	of Citizenship:			
10) Relationship Description (if the discloseable into Mr. Yandell, III own 5% of Poplar PCS, LLC owns 100% of the applicant.	, which in t	turn ow	ns 100% of Poplar PCS	S License Company,		
Plant Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):		11b) IIc) Principal Business TiN:		IId) Percent or Interest Held		
Wireless Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, T		lecomm	nunications		12.3%	
SWC Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, T		lecomm	nunications		25%	
Idorado Communications, LLC Telecommu 350 Poplar Avenue, Suite 875 Memphis, TN		nunications		10.3%		
Pacificom Holdings, LLC 5350 Poplar Avenue, Suite 875 Memphis, T		lecomm	nunications		10%	
Alaska DigiTel, LLC 5350 Poplar Avenue, Suite 875 Memphis, T		lecomm	nunications		10.1%	
Poplar Associates, LLC 5350 Poplar Avenue, Suite 875 Memphis, T		lecomm	nunications		25%	

Telecommunications

Telecommunications

5%

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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Pisclosable Interest Holder Information (comple	te as many a	s required	to describe all disclosable	e interest holders)		
Disclosable Interest Holder's First Name (if individual): Stephen		MI:	Last Name: Roberts		suffix:	
2) Disclosable Interest Holder's Name (if e		3) Disclosable Interest Holder's TIN:				
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue, Suite 875, Memphis	, TN 38119			, , , , , , , , , , , , , , , , , , ,		
			st Holder is a(n): (I) ns for list of codes):	7) Percent of Interest Held in Applicant: 5.9%		
8) Disclosable Interest Holder's Type of Ownersh (refer to instructions for list): 0 - Membersh			9) Disclosable Interest USA	Holder's Country of Citizenship:		
10) Relationship Description (if the discloseable in Mr. Roberts own 5.9% of Poplar PCS, LLC owns 100% of the applicant.	C, which in	turn ow	ns 100% of Poplar PC	S License Company, I		
Related FCC Regulated Businesses of Disclosa	ble Interest I	Holders (repeat for each interest h	older identified)		
IIa) Name and address of all FCC Regulated Businesses owned by Disciosable Interest holder listed in #3 (use additional sheets, if necessary):		I- IIb) Principal Business		TIC) TIN:	IId) Percent of Interest Heid	
Poplar Associates, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN		Telecommunications			25%	
Poplar PCS, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN		Telecommunications			5.9%	
Poplar PCS License Company, LLC 5350 Poplar Avenue, Suite 875 Memphis,		elecomm	nunications		5.9%	
SWC Partners, LLC 5350 Poplar Avenue, Suite 875 Memphis, TN		Telecommunications			25%	
•						
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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete	e as many as	required	to describe all disclosable	e interest holders)	
Disclosable Interest Holder's First Name (if indirect indirec	vidual):	MI:	Last Name: Gerstenhaber		suffix:
2) Disclosable Interest Holder's Name (if entity):	•			3) Disclesselle Interest Holder's	TIN:
4) Disclosable Interest Holder's Address: 780 Third Avenue, New York, NY 10017				The distribution of the sequence of	
5) Type of Interest in Applicant (I) (refer to Instructions for list)			t Holder is a(n): (I) as for list of codes):	7) Percent of Interest Held in Applicant: 12.57%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membershi			9) Disclosable Interest USA	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable into Mr. Gerstenhaber owns 12.57 percent of Powhich in turn, owns 100% of the applicant.	oplar PCS.L	.LC, wh	ich in turn, owns 100%	% of Poplar PCS License Com	
elated FCC Regulated Businesses of Disclosable	e interest Ho	lders (r	epeat for each interest no	older identified)	· · · · · · · · · · · · · · · · · · ·
Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use		Pri	11b) ncipal Business:	11c) TIN:	11d) Percent of Interest Held:
None	Ð				

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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (com	plete as manv	as reauir	ed to describe all disdosable	e interest holders)			
1) Disdosable Interest Holder's First Name (if in	dividual):	MI:	Last Name:		suffix:		
Disclosable Interest Holder's Name (if entity): Mckenzie Family Partnership No. 3, G.P.				a) Produceble Interest Holder's TIN:			
4) Disclosable Interest Holder's Address: PO Box 1479, Cleveland, TN 37364							
5) Type of Interest in Applicant (I) (refer to Instructions for list)			t Holder is a(n): (G) is for list of codes):	7) Percent of Interest Held in Applicant: 12.57%			
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership Units 9) Disclosable Interest Holder's Country of Citizenship: USA							
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The Mckenzie Family Partnership No. 3, G.P. owns 12.57% of Poplar PCS LLC, which in turn, owns 100% of Poplar PCS License Company, LLC, which in turn, owns 100% of the applicant.							
elated FCC Regulated Businesses of Disclosal	ole Interest Ho	olders (re	epeat for each interest ho	older identified)			
Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use		IIb) ncipal Business:	IIc) TIN:	IId) Percent of Interest Held:			
None							
*.							

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<u>Note</u> - Applicant has numerous additional members. However, each of these members interest in the Applicant is less than 10 percent.